

### Crown Financial, LLC

16420 Park Ten Place, Suite 125 Houston, Texas 77084  
(281) 646-2905 (281) 646-2909 fax

January 31, 2006

Mr. Jimmy Sissom  
F & S Ventures, Inc.  
Via email - fax 832.358.8102

Dear Mr. Sissom,

We have been discussing entering into a transaction whereas Crown Financial, LLC ("Crown") would provide you with \$250,000 in working capital needed for your car wholesale business. After reviewing the information that you provided, I am pleased to offer you the following proposal:

1. Crown would purchase your 500 shares of stock in F & S Ventures, Inc. for \$200,000
  - a) Sissom's attorney to provide signed resignation of Sissom as President
  - b) Sissom's attorney to provide signed resolution naming Richard Tribe as President
  - c) Sissom's attorney to provide a spousal consent for the sale of stock
  - d) Sissom's attorney to provide a 90-day management agreement whereas Sissom will agree to manage the F & S property at no charge. This agreement also needs to have Sissom represent that there will be no loans placed on the property and that no disbursements will be made during this management period, other than those in the normal course of business, without Tribe's written consent.
2. Crown would loan \$50,000 Dealer's Management Group, Inc.
  - a) Interest rate 1.5% per month, payable interest only, (\$750) monthly
  - b) Personal guarantee of Jimmy Sissom
  - c) 2<sup>nd</sup> lien UCC filing behind Royal Oaks Bank
3. Crown to give Sissom an option to purchase the 500 shares of F & S Ventures stock
  - a) Option term - 90-days
  - b) Option payment - \$10,000 per month, in advance
  - c) Exercise price - \$200,000 provided that at least two option payments have been made, the option agreement is not in default, and all of the principal and interest has been paid on the Dealer's Management Group \$50,000 note
  - d) Richard Tribe will resign as President when stock is purchased

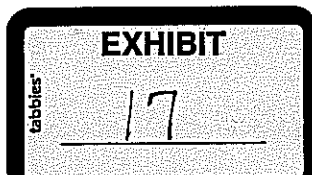
The only remaining due diligence will be to run a title report on the F & S property and a UCC search on Dealer's Management Group, Inc. This should not take longer than three business days and closing would be immediate.

If you find this proposal acceptable, then please sign where indicated below and return to Crown's office with a deposit of \$500. Any portion of the deposit not documented for the purpose of the title report and UCC search will be refunded to you at closing. Upon receipt of the signed agreement, Crown's attorney will begin preparing the note, stock power, and option agreement.

Regards,

*Richard D. Tribe*  
Richard D. Tribe  
Manager

Agreed: *Jimmy S*  
Date: 1/31/06



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**FUNDING SCHEDULE**



**February 13, 2006**

**DEALER'S MANAGEMENT GROUP, INC.**

Promissory Note	\$ 50,000.00
UCCSearch fee	40.00 -
Royal Oaks Bank payment	<u>14,600.00 -</u>

**Net Proceeds to Dealer's Management Group, Inc. \$ 35,360.00**

**JIMMY SISSOM**

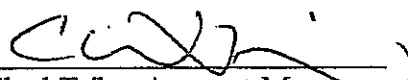
Purchase Option	\$200,000.00
UCCSearch fee	40.00 -
Title search fee	220.00 -
First option fee due in advance	<u>10,000.00-</u>

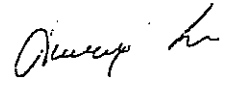
**Net Proceeds to Jimmy Sissom \$ 189,740.00**

AGREED:

Crown Financial, LLC

Dealer's Management Group, Inc. & Jimmy Sissom

  
Chad Tribe, Account Manager

  
Jimmy Sissom